

DRAFTER'S NOTE
FROM THE
LEGISLATIVE REFERENCE BUREAU

LRB-3756/P1dn
ARG:cjs:rs

February 2, 2012

Please review the attached draft carefully to ensure that it is consistent with your intent. The attached draft is based on a combination of the original B Corp model legislation for benefit corporations and the benefit corporation model act as enacted in Pennsylvania.

I believe that one of the purposes of the model legislation is to allow corporate directors to consider a wider array of factors in determining what is in the best interests of the corporation. I note that Wisconsin law already provides some latitude for directors. Under s. 180.0827, in discharging his or her duties to the corporation and in determining what he or she believes to be in the best interests of the corporation, a director or officer may, in addition to considering the effects of any action on shareholders, consider the following: 1) the effects of the action on employees, suppliers, and customers of the corporation, 2) the effects of the action on communities in which the corporation operates, and 3) any other factors that the director or officer considers pertinent.

Please let me know if you would like any changes made to the attached draft or if you have any questions. If the attached draft meets with your approval, let me know and I will convert it to an introducible "/1" draft.

Aaron R. Gary
Legislative Attorney
Phone: (608) 261-6926
E-mail: aaron.gary@legis.state.wi.us